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A LAW CORPORATION

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February 23, 1994

RECORDATION NO. 16017 CC, DREFF+P  
FILED 1425

FEB 23 1994-2 25 PM

INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue N.W.  
Washington, D.C. 20423  
Attention: Ms. Mildred Lee, Room 2303

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 7)

Dear Ms. Lee:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Sixth Supplement to Equipment Trust Agreement, a primary document, dated as of February 23, 1994, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated February 23, 1994, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 23, 1994, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 23, 1994 between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Sixth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of November 4, 1988 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017 on November 8, 1988, along with an Assignment and Bill of Sale under Recordation Nos. 16017-A and 16017-B, respectively; the First Supplement to Equipment Trust Agreement

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dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 16017-H and 16017-J, respectively; the Second Supplement to Equipment Trust Agreement dated as of August 13, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-N on August 20, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-M and 16017-O, respectively; and the Third Supplement to Equipment Trust Agreement dated as of August 26, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-S on August 28, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-R and 16017-T; and the Fourth Supplement to Equipment Trust Agreement dated as of August 30, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-U on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-V and 16017-W, respectively; and the Fifth Supplement to Equipment Trust Agreement dated as of November 23, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-Y on November 24, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-Z and 16017-AA, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 249 railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2705 State Street, Chicago Heights, Illinois, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

The railroad equipment covered by the Sixth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$64.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Sixth Supplement to Equipment Trust Agreement).

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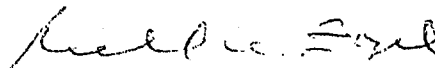
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You are hereby authorized to deliver any unneeded copies of the Sixth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Sixth Supplement to Equipment Trust Agreement, a primary document, dated as of February 23, 1994, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering ninety-six (96) railroad cars, and (ii) Assignment, a primary document, dated February 23, 1994, between the Company (as Assignor), and the Bank, as Trustee, and covering ninety-six (96) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated February 23, 1994, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Sixth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated February 23, 1994, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of November 4, 1988 referred to above.

Very truly yours,



Richard A. Fogel

RAF:ps  
Enclosures

RECORDATION NO 16017-EE FILED 1425

FEB 23 1994-2 25 PM Series 7

BILL OF SALE INTERSTATE COMMERCE COMMISSION

THIS BILL OF SALE, dated the 23rd day of February, 1994, between Trinity Industries, Inc., a Delaware corporation (hereinafter called "Seller"), and Trinity Industries Leasing Company, a Delaware corporation (hereinafter called "Buyer").

In consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer the following described equipment:

The ninety six (96) railroad cars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein.

TRINITY INDUSTRIES, INC.

By: *K. W. Lewis*

K. W. Lewis  
Senior Vice President

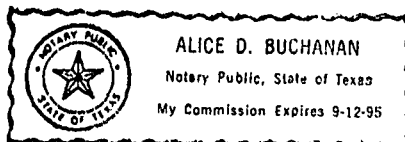
[SEAL]

ATTEST:

*Neil O. Shoop*  
Neil O. Shoop  
Assistant Secretary

STATE OF TEXAS        S  
                             S  
COUNTY OF DALLAS    S

This instrument was acknowledged before me on February 23, 1994, by K. W. Lewis, Senior Vice President of Trinity Industries, Inc., a Delaware corporation, on behalf of said corporation.



My Commission Expires:

9-12-95

*Alice D. Buchanan*  
Notary Public

ALICE D. BUCHANAN  
(Print Name)

**EXHIBIT A**

1. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Partial Rider 12):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	5,125 cu.ft. Lo Covered Hopper Cars	TILX 5187,5188,5192 5202,5203 5226-5230(inclusive)

2. Railroad Car Lease Agreement, dated December 21, 1979, between Trinity Industries Leasing Company and Farmland Industries Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	14,300 Gal. 111A100W1 Tank Cars	TILX 150026-150039(inclusive)

3. Railroad Car Lease Agreement, dated November 12, 1992, between Trinity Industries Leasing Company and Sulconam, Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	13,818 Gal. 111A100W1 Tank Cars	TILX 135350-135364(inclusive)

4. Railroad Car Net Lease Agreement, dated January 22, 1992, between Trinity Industries Leasing Company and Olin Corporation covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
18	4,301 cu.ft. Lo Covered Hopper Cars	OLNX 55591-55608(inclusive)

**EXHIBIT A**

(Continued)

5. Railroad Car Lease Agreement, dated September 1, 1992, between Trinity Industries Leasing Company and Marsulex, Inc. covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	13,818 Gal. 111A100W1 Tank Cars	TILX 135291,135306,135307, 135309,135313,135314

6. Railroad Car Lease Agreement, dated March 29, 1985, between Trinity Industries Leasing Company and Exxon Chemical Americas, covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	25,498 Gal. 111A100W1 Tank Cars	TILX 250178-250192 (Inclusive)

7. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A. E. Staley Manufacturing Company, covering the following described railroad cars (Partial Rider 12):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
18	5,125 cu.ft. Lo Covered Hopper Cars	TILX 5232,5233,5234,5236, 5238,5239,5240,5241, 5242,5248,5249,5250, 5252,5255,5256,5258, 5259,5260

**EXHIBIT B****Series 7****DESCRIPTION OF TRUST EQUIPMENT**

<b>Quantity and Type</b>	<b>Class</b>	<b>Capacity</b>	<b>Initialed Car Numbers</b>	<b>Earliest Service</b>
10 Hopper Cars	Lo	5,125 Cu. Ft.	TILX 5187, 5188, 5192, 5202, 5203 5226-5230 (inclusive)	11/93
14 Tank Cars	111A100W1	14,300 Gal.	TILX 150026-150039 (inclusive)	11/93
15 Tank Cars	111A100W1	13,818 Gal.	TILX 135350-135364 (inclusive)	11/93
18 Hopper Cars	Lo	4,301 Cu. Ft.	OLNX 55591-55608	12/93
6 Tank Cars	111A100W1	13,818 Gal.	TILX 135291, 135306, 135307, 135309, 135313, 135314	3/93
15 Tank Cars	111A100W1	25,498 Gal.	TILX 250178-250192 (inclusive)	11/93
18 Hopper Cars	Lo	5,125 Cu. Ft.	TILX 5232, 5233, 5234 5236, 5238, 5239 5240, 5241, 5242 5248, 5249, 5250 5252, 5255, 5256 5258, 5259, 5260	2/94

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